



**VIA SEDAR**

TO: British Columbia Securities Commission

AND TO: Alberta Securities Commission

AND TO: Ontario Securities Commission

**Re: Special Meeting of the Shareholders of Prophecy Coal Corp. to be held on December 19, 2014  
(the "Meeting")**

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I, Tony S.K. Wong, Corporate Secretary of **Prophecy Coal Corp.** hereby certify that:

- (a) arrangements have been made to have proxy related materials for the Meeting sent in compliance with National Instrument 54-101 (the "**Instrument**"), to all beneficial owners at least 21 days before the date fixed for the Meeting;
- (b) arrangements have been made to carry out all of the requirements of the Instrument in addition to those described in subparagraph (a); and
- (c) **Prophecy Coal Corp.** is relying on section 2.20 of the Instrument to abridge the time prescribed in subsections 2.1(b), 2.2(1) or 2.5(1) of the Instrument.

DATED this 25<sup>th</sup> day of November, 2014.

By: *"Tony Wong"*

Tony S.K. Wong  
Corporate Secretary